

**LEGAL NOTICE
CITY OF MANCHESTER, NEW HAMPSHIRE
INVITATION TO SUBMIT LETTERS OF INTEREST
AND QUALIFICATIONS
TO PROVIDE BOND COUNSEL SERVICES**

The City of Manchester, New Hampshire (the "City") is, through its Finance Officer, requesting applications from firms desiring to serve as Bond Counsel to the City on all matters related to the financial requirements, both short term and long term, of the City. This request for Expressions of Interest and Qualifications (EIQ) is presented in compliance with the City's Procurement Code.

Firms interested in submitting letters of interest and qualifications shall first obtain copies of the City's formal invitation package. Invitation packages may be obtained by contacting:

Kevin A. Clougherty, Finance Officer
Department of Finance
City Hall, 2nd Floor
One City Hall Plaza
Manchester, New Hampshire 03101
Kclougherty@manchesternh.gov
(603) 624-6460

Submission of responses to the City's invitation for Expressions of Interest and Qualifications must be received by the Finance Officer on or before 4:00 PM, Friday, October 15, 2004.

The City of Manchester, NH is an Affirmative Action/Equal Opportunity Employer.

Individuals requiring special accommodations in order to respond to this solicitation should contact Mr. Kevin A. Clougherty, Finance Officer at the address or telephone number listed above at least twenty-four (24) business hours prior to the required accommodations.

**CITY OF MANCHESTER, NEW HAMPSHIRE
EXPRESSIONS OF INTEREST AND QUALIFICATIONS
FOR
BOND COUNSEL SERVICES**

A. PROCESS

The Procurement Code of the City of Manchester, NH (the "City") requires that a two step process be followed in the purchase of Professional Services. The initial step is the City issuing a Request For Expressions Of Interest And Qualifications (EIQ). A "short list" of firms is then selected from the responders to the EIQ. The second step has the City issue a formal Request For Proposals (RFP) with only firms on the short list invited to respond.

Pursuant to the Code, the City is soliciting Expressions Of Interest And Qualifications from firms to provide Bond Counsel services. Only firms listed in the Bond Buyer's "Red Book" will be recognized for considered. The length of the engagement is for a period of at least five years (3,1,1).

B. INFORMATION CONCERNING THE CITY

The City of Manchester, New Hampshire is located on the Merrimack River in south central New Hampshire approximately 58 miles north of Boston, Massachusetts. It is bordered by the towns of Hooksett, Bedford, Londonderry, Goffstown, Auburn, Litchfield and Merrimack. Manchester is the largest city in New Hampshire with a population of approximately 108,000 and occupies a land area of 33.9 square miles. Manchester is the major trade and financial center for the state of New Hampshire.

The City ordinarily issues bonds on an eighteen-twenty-four month cycle totaling approximately \$30 million. Though the majority of the City's issuance's are fixed rate, general obligation debt, the City has issued revenue bonds, variable rate bonds and entered into variable to fixed swap arrangements. The City is rated Aa2 by Moody's Investors Service and AA+ by both Fitch Ratings and Standard & Poor's as of the date of this request.

Additional information can be found on the City's Website www.ManchesterNH.gov. A copy of the Official Statement can be found at <http://www.ManchesterNH.gov/citygov/fin/files/manch-os.pdf>.

C. SCOPE OF SERVICES

The Bond Counsel will be asked to provide legal opinions and advice on the sale of all bonds, notes or other securities during the term of this engagement. Bond Counsel will also provide advice on other issues related to the financial structuring of other projects undertaken by the City. Several distinct types of services are required:

1. Since the City's capital needs are financed through long- term borrowing, the Bond Counsel shall meet with the City Finance Officer, at a minimum, on an annual basis to review the City's six-year capital improvement program.
2. The Bond Counsel shall provide the legal expertise necessary to improve and maintain the City's credit rating in the bond and note market. The Bond Counsel shall advise the City of pertinent legal and tax issues.

3. The Bond Counsel should work with the City Finance Officer to ensure that the City is in compliance with Arbitrage Regulations.
4. The Bond Counsel shall represent the City Finance Officer in all matters before the Internal Revenue Service.
5. The Bond Counsel shall communicate in writing any pending federal or state legislation that could effect the City's financial plan. This communication is expected to assist the City Finance Officer with these requirements. Attendance at these presentations may be required.
6. The City may require assistance in the assembling and submitting information to federal and state agencies for approval of plans and programs. The Bond Counsel will be expected to assist the City Finance Officer with these requirements. Attendance at these presentations may be required.
7. The Bond Counsel shall assist with the preparation of the bond language and other contents of the Official Statement.
8. Perform such other duties as necessary including attendance at Board of Mayor and Aldermen meetings to discuss tax issues; CIP guidelines; strategies for improving the City's credit worthiness and other related financial matters.

D. INSTRUCTIONS TO FIRMS RESPONDING TO THE EIQ

Please send the original and six (6) copies of your response in a sealed envelope marked: "CONFIDENTIAL, EIQ RESPONSE" to the City for receipt by 4:00 PM on Friday, October 15, 2004 at the following address:

Mr. Kevin A. Clougherty
Finance Department
City Hall, 2nd Floor
One City Hall Plaza
Manchester, New Hampshire 03101

TELECOPIED PROPOSALS WILL NOT BE ACCEPTED.

(1) IT IS THE SOLE RESPONSIBILITY OF THE FIRM(S) RESPONDING TO THIS EIQ TO ENSURE THAT THEIR RESPONSE(S) ARRIVED AT THE DESIGNATED PLACE ON TIME.

Responses shall be submitted prior to the designated deadline. Responses may be withdrawn prior to the opening date and time, upon written request of the respective firm(s). Responses received after the stated deadline will be returned to the respective firm(s) unopened.

This EIQ is issued by the City's Finance Officer. An Evaluation Committee, comprised of the Finance Department Officials and the City Solicitors office, shall review all proposals submitted and make non-binding recommendations to the Finance Officer. As part of the comparative evaluation, the Committee will review each submission with regards to the firms qualifications and performance of Bond Counsel

services.

Firms may submit written questions concerning this Request no later than seven (7) calendar days before the deadline, to the address specified herein. The Evaluation Committee will review and consolidate all inquiries received before this deadline and will prepare and provide to all "firms of record" answers to questions it determines are of general interest. Therefore, firms are cautioned that all inquiries should be in writing and expressed in general terms and shall not include any cost information. The inclusion of cost information in the EIQ phase may result in the firms disqualification.

If it becomes necessary to revise any part of this EIQ, or if additional data or information is necessary to clarify any of its provisions, an addendum will be published and provided to all firms of record.

All correspondence pertaining to this EIQ shall be directed to Mr. Kevin A. Clougherty at kclougherty@manchesternh.gov. No inquiries should be made to any other appointed or elected officials of the City. The City reserves the right to reject any or all submittals in response to this EIQ.

Expenses for developing and submitting EIQ responses are entirely the responsibility of the firm(s) responding and shall not be chargeable to the City of Manchester, NH.

E. QUESTIONS FOR THE SELECTION OF BOND COUNSELY SERVICES - EIQ

1. Briefly describe the Firm's practice in public finance and give a brief history of the firm. Please include a current organization chart detailing corporate structure.
2. The Firm shall provide resumes of the individuals in the Firm who will be assigned to work with the City during this engagement. Resumes shall include a complete description of each individual members qualifications, experience and specific role in providing advisory services to the City. Describe the anticipated division of duties among partners, associates, etc. The names of all replacement personnel of the primary team and their qualifications and experience level should be included in your response.
3. The names, addresses, and telephone numbers of at least five professional references shall be provided.
4. Please name comparable New England cities for which your Firm has served as Bond Counsel during the past two years. In this regard, please provide a list of all New Hampshire cities and towns for which your Firm currently serves as Bond Counsel. A list of prior New Hampshire clients may be submitted as a separate attachment.
5. Please list all general obligation and revenue bond financings in which your proposed lead individual has participated, by year and total dollar amount, for the last two years. The itemized statement should differentiate new money issues from refunding issues. Also, please indicate the role of individuals in the Firm that would be assigned to the City of Manchester, in these deals.
6. Please provide a detailed statement of the proposed approach to this engagement with emphasis on the specific elements included under the Scope of Services section. The statement shall include a discussion of any specific issues or difficulties which are unforeseen by the applicant's team for dealing with such elements.

7. Provide information demonstrating the financial stability of the Firm and its ability to complete the project if selected. State if the Firm has filed for U.S. Bankruptcy Court protection during the past seven years and, if so, describe the circumstances and disposition of the case.
8. Please itemize any ethical, legal or regulatory actions or penalties taken against the Firm or any of its employees in the past five (5) years.
9. Description of previous experience as bond counsel to state agencies, to municipalities, regional public entities or other public entities. Include a list of government clients for which the Firm has served as bond counsel during the last five years.
10. Provide background information regarding the Firm's experience in tax issues associated with tax-exempt financing. Identify staff proposed to provide these services; provide brief resumes.
11. Identify the Firm's professional liability insurance provider and indicate the extent of coverage.
12. Describe the Firm's experience in drafting legislation.
13. Describe the Firm's experience in representing issuers before federal agencies (i.e. IRS, Treasury).
14. Describe your Firm's knowledge of and experience with New Hampshire municipal finance law and practices.
15. Identify any existing or potential conflicts of interest as well as your representation of parties or other relationships that would be of the nature disapproved by the issuer.
16. Any other information you feel would be relevant to the City.

F. SELECTION CRITERIA

The selection of firms to proceed to the second phase (RFP) of the procurement process will be based on a combination of the following criteria:

1. The knowledge of and practical experience with New Hampshire municipal finance that the Firm and the individuals assigned to the City possess.
2. The quality and extent of the applicant's experience and expertise in the area of Bond Counsel services.
3. The experience and qualifications of the individual who will be primarily responsible for advising the City.
4. The experience and qualifications in providing Bond Counsel services to other New England and New Hampshire cities and towns.

5. Availability and accessibility of staff assigned to the City.
6. Locality.
7. Ability to communicate ideas.
8. Ability to perform all of the major disciplines necessary to perform the work.

By October 29, 2004, the Finance Officer will notify responders of the status of their proposals. If necessary, interviews and site visits as part of the initial phase of the process are expected to be scheduled, between October 20, 2004 and October 27, 2004. The final "short list" selection will be made shortly thereafter.